

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
PHONE: (212) 310-8000
FAX: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----X		
	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**THIRD SUPPLEMENTAL DECLARATION OF ALBERT A. KOCH
OF AP SERVICES, LLC AS CRISIS MANAGERS AND CHIEF
RESTRUCTURING OFFICER TO THE DEBTORS AND DEBTORS IN POSSESSION**

I, Albert A. Koch being duly sworn, state the following under penalty of perjury.

1. I am a managing director of AlixPartners, LLP ("AlixPartners"). AlixPartners is an affiliate of AP Services, LLC ("APS"), a Michigan limited liability corporation, which has as its principal place of business 2000 Town Center, Suite 2400, Southfield, Michigan 48075.

2. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.

3. On June 12, 2009, I executed my original declaration (the “Original Declaration”) in support of the application (the “Application”), dated June 12, 2009, of General Motors Corporation n/k/a Motors Liquidation Company, and its affiliated debtors and debtors in possession (the “Debtors”) for entry of an order (the “Order”) authorizing the Debtors to employ and retain APS, as their crisis manager and designating Albert A. Koch as Chief Restructuring Officer, pursuant to 11 U.S.C. § 363 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 and the Local Rules of the Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the Southern District of New York and under the terms and conditions set forth in the Application. The Original Declaration was supplemented by my first supplemental declaration filed on June 24, 2009 and my second supplemental declaration filed on July 13, 2009.

4. On or about July 2, 2009, this Court entered an Amended Order approving the Application (the “Retention Order”). The Retention Order supersedes a prior order approving the Application entered on June 25, 2009.

5. On or about July 10, 2009, the Debtors closed on a sale of a substantial portion of their assets to a U.S. Treasury Sponsored Purchaser, General Motors Company (“NewGM”), which sale was authorized by the Bankruptcy Court pursuant to an order entered on July 5, 2009 (the “Closing”).

6. In connection with the Closing, Albert A. Koch became President and CEO of the Debtors. In addition, various other Temporary Staff, as defined in the Application, have been appointed: (i) officers of the Debtors and certain of their non-debtor subsidiaries; and (ii) directors of certain of the Debtors’ non-debtor subsidiaries. These officer and director

appointments will be more specifically disclosed in monthly Staffing Reports to be filed with this court.

7. In addition, subsequent to the Closing, APS and Debtors agreed to the terms of an amended Engagement Letter dated July 23, 2009. The Debtors will file a motion with the Bankruptcy Court seeking court approval to amend the terms of its engagement with APS.

8. Further, as previously disclosed, APS is negotiating the terms of an engagement with NewGM. APS will file subsequent disclosures with this Court upon the signing of any such engagement letter.

9. In the Original Declaration, I stated that APS reserved the right to supplement its declaration in the event that APS discovered any facts bearing on matters described in the Original Declaration regarding APS' employment by the Debtors. Accordingly, APS wishes to disclose the following items noted below.

10. The previous disclosure item regarding Lear Corporation, is hereby replaced with the following:

- Lear Corporation ("Lear"), a creditor and top 100 supplier to the Debtors, is a customer and litigation party to current and former AlixPartners clients in matters unrelated to the Debtors and their affiliates. Lear is a former AlixPartners client in matters unrelated to the Debtors and their affiliates. Lear is the previous employer of a current AlixPartners employee. Lear Corporation Holding – Spain SL ("Lear Spain"), is a current AlixPartners client in matters unrelated to the Debtors and their affiliates; except that the engagement pertains to the implementation of certain actions which arise from Lear Spain's anticipated changes in its supply relationships with a number of counterparties, one of which is Saab (a subsidiary of NewGM currently in Swedish reorganization proceedings). In this regard, AlixPartners is not involved in negotiations with Saab. As in all cases, AlixPartners will adhere to all of its confidentiality obligations with respect to the Debtors' confidential information. AlixPartners believes that this engagement does not represent a conflict of interest between AlixPartners and the Debtors.

11. AlixPartners previously disclosed that one of the Debtors' suppliers, who is not listed as one of the top 100 suppliers of Debtors, is a current confidential client of AlixPartners. That disclosure, on page 2 of the Disclosed Matters attached to the Declaration, is hereby replaced with the following:

- A supplier to the Debtors, who is not listed as one of the top 100 suppliers of Debtors, is a current confidential client of AlixPartners. A managing director of AlixPartners, who is not currently on the engagement team for the Debtors, is acting as Chief Restructuring Officer ("CRO") of the confidential client. Upon the conclusion of AlixPartners' role in this confidential client engagement, the CRO may commence work with the Debtors, in matters unrelated to the Confidential Client. As in all cases, AlixPartners will adhere to all of its confidentiality obligations with respect to the Debtors' confidential information. AlixPartners believes that this engagement does not represent a conflict of interest between AlixPartners and the Debtors.

12. The previous disclosure item regarding Metaldyne Corporation is hereby replaced with the following:

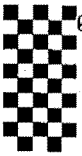
- Metaldyne Corporation, a supplier to the Debtors, is a current AlixPartners client in that AlixPartners is providing financial advisory services in connection with Metaldyne Corporation's chapter 11 bankruptcy proceeding. AlixPartners is not assisting Metaldyne Corporation with any negotiations or other issues directly adverse to GM. To alleviate any potential conflict concerns, AlixPartners has placed an information barrier between Metaldyne Corporation and GM. In addition, separate engagement teams have been established, but in limited circumstances to address staffing needs, AlixPartners may assign employees of AlixPartners who have concluded work on the Metaldyne Corporation engagement to work on the GM engagement. As in all cases, AlixPartners will strictly adhere to all of its confidentiality obligations with respect to the Debtors' confidential information. AlixPartners believes that this engagement does not represent a conflict of interest between AlixPartners and the Debtors.

13. Certain of the Debtors' parties-in-interest who were previously listed as "former AlixPartners clients" in the Original Declaration, are now "current AlixPartners clients" in matters unrelated to the Debtors:

- Citigroup, Inc. is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Citigroup, Inc., and affiliates, are executory contract counterparties, lenders, professionals in interest, indenture trustees, bondholders, investment bankers and creditors to the Debtors.
- GE Antares, an affiliate of General Electric, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. GE Antares affiliated entities are bondholders, director affiliated companies, creditors, and lenders to the Debtors.
- ING Capital LLC, an affiliate of ING Bank, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. ING Bank is a lender to the Debtors.
- Lloyds Banking Group, an affiliate of Lloyds, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Lloyds is a lender and insurance provider to the Debtors.
- OCM Asia Principal Opportunities Fund LP, an affiliate of Oaktree Capital Management, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Oaktree Capital Management and affiliates are lenders, competitors and bondholders to the Debtors.
- Robert Bosch Tool Corporation, an affiliate of Robert Bosch Stifung GmbH, is a current AlixPartners client in matters unrelated to the Debtors and their affiliates. Robert Bosch Stifung GmbH is a creditor and supplier to the Debtors.

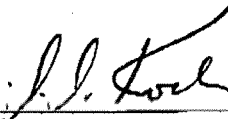
14. In addition, AlixPartners is currently engaged by Recticel Interiors North America, which is a current or former supplier of the Debtors.

15. APS continues to submit that it holds no adverse interest as to the matters for which it has been employed by the Debtors and continues to reserve the right to supplement this and the Original Declaration in the event that APS discovers any facts bearing on matters described in this supplemental declaration regarding APS' employment by the Debtors. If any



new material relevant facts or relationships are discovered or arise, APS will promptly file a supplemental affidavit pursuant to Bankruptcy Rule 2014(a).

Dated this 31st day of July, 2009



Albert A. Koch